

TONGSOU (GRACE) FAN, CERTIFIED PUBLIC ACCOUNTANT

272 LORING AVE.
EDISON, NJ 08817

TEL. (908) 777-9330
FAX. (908) 777-9331

January 23, 1997
100002068311--5
-01/24/97--01100--003
******70.00 *****70.00*

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

100002068311--5
-01/24/97--01100--003
*****70.00 *****70.00

Dear Sir:

Re: Florida Incorporation - AMERICAN GOLDEN EAGLE BABY PRODUCTS INC.

Enclosed are three (3) copies of the Articles of Incorporation and a check for filing fee in the amount of \$70.00. You are kindly requested to forward us the Articles of Incorporation with the state "Filed" stamp by the enclosed prepaid Airborne airbill.

If you have any questions, please call me at 908-777-9330.

FROM: TONGSOU (GRACE) FAN, CPA
272 LORING AVE., EDISON, NJ 08817
TEL. (908) 777-9330

Sincerely,

Tongsou Fan CPA

Certified Public Accountant

FILED
97 JAN 24 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN GOLDEN EAGLE BABY PRODUCTS INC.**

97 JAN 24 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN GOLDEN EAGLE BABY PRODUCTS INC.

The address of the principal office of this corporation shall be 23 Montauk Lane, Palm Coast, Florida 32164, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 23 Montauk Lane, Palm Coast, Florida 32164 and the name of the initial registered agent of the corporation at that address is Jianren Kuang.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of , and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

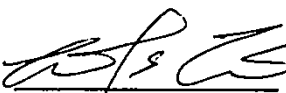
Jianren Kuang
23 Montauk Lane
Palm Coast, Florida 32164

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Tongsou Fan, CPA
272 Loring Ave.
Edison, New Jersey 08817

The undersigned incorporator has executed these Articles of Incorporation on
January 23, 1997.



Tongsou Fan
Incorporator

97 JAN 24 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Jianren Kung, an individual authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 6027. 0505, Florida Statutes.

By:



Jianren Kuang